

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> (Last) (First) (Middle) 16690 COLLINS AVENUE, SUITE PH-1 (Street) SUNNY ISLES FL 33160 BEACH (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xerox Holdings Corp [XRX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2021	
6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Forward contract (obligation to purchase)	(2)	02/26/2021		J(2)		1		02/26/2021	02/22/2023	Common Stock, \$1 par value ("Shares")	123,452	(2)	1	I	Please see footnotes ⁽¹⁾⁽²⁾ (3)(4)(5)(6)(7)

1. Name and Address of Reporting Person*
ICAHN CARL C
 (Last) (First) (Middle)
 16690 COLLINS AVENUE, SUITE PH-1
 (Street)
 SUNNY ISLES FL 33160
 BEACH
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ICAHN PARTNERS LP
 (Last) (First) (Middle)
 16690 COLLINS AVENUE, SUITE PH-1
 (Street)
 SUNNY ISLES FL 33160
 BEACH
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ICAHN PARTNERS MASTER FUND LP
 (Last) (First) (Middle)
 16690 COLLINS AVENUE, SUITE PH-1
 (Street)
 SUNNY ISLES FL 33160
 BEACH
 (City) (State) (Zip)

Explanation of Responses:

